
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 Or 15(d) of The
Securities Exchange Act of 1934**

February 7, 2017

Date of Report (Date of earliest event reported)

PennantPark Floating Rate Capital Ltd.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

814-00891
(Commission
File Number)

27-3794690
(IRS Employer
Identification No.)

**590 Madison Avenue, 15th Floor,
New York, NY**
(Address of principal executive offices)

10022
(Zip Code)

212-905-1000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders

On February 7, 2017, PennantPark Floating Rate Capital Ltd. (the "Company") held its annual meeting of stockholders (the "Annual Meeting") and submitted two matters to the vote of stockholders. The proposals are described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on December 8, 2016. As of November 30, 2016, the record date, 26,730,074 shares of common stock were eligible to vote. A summary of the matters voted upon by the stockholders is set forth below.

Proposal 1. The Company's stockholders elected one Class III director of the Company, who will serve until the 2020 Annual Meeting and until his successor is duly elected and qualifies.

The voting results as of February 7, 2017, as certified by the inspector of election, are set forth below:

<u>Name</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non Vote</u>
Arthur H. Penn	10,019,043	219,767	12,688,004
% of Shares Voted	97.85%	2.15%	N/A

Proposal 2. The Company's stockholders ratified the selection of RSM US LLP to serve as the Company's independent registered public accounting firm for the year ending September 30, 2017.

The voting results as of February 7, 2017, as certified by the inspector of election, are set forth below:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
	22,608,128	234,490	84,196
% of Shares Voted	98.61%	1.02%	0.37%

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PennantPark Floating Rate Capital Ltd.

Dated: February 10, 2017

/s/ AVIV EFRAT

Aviv Efrat

Chief Financial Officer & Treasurer